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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:
	:
	:
Debtors.	:
-----X	

Chapter 11
Case No. 18-23538 (RDD)
(Jointly Administered)

**LIMITED OBJECTION OF THE CORE ORGANIZATION TO DEBTORS'
NOTICE OF CURE COSTS AND POTENTIAL ASSUMPTION AND
ASSIGNMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES
IN CONNECTION WITH GLOBAL SALE TRANSACTION**

The Core Organization ("Core"), by and through its undersigned counsel, hereby files this limited objection (the "Objection") to the Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in connection with Global Sale Transaction (ECF No. 1774) (the "Assumption Notice"), filed by the above-captioned Debtors (collectively, the "Debtors").

STATEMENT OF OBJECTION

1. On November 19, 2018, the Court entered the Order Approving Global Bidding Procedures and Granting Related Relief (ECF No. 816), which contemplates a process for the assumption of executory contracts and unexpired leases.

2. On January 18, 2019, the Debtors filed a Notice of Successful Bidder and Sale Hearing (ECF No. 1730), stating that Transform Holdco, LLC, established by ESL Investments, LLC (the "Purchaser"), was the successful bidder for the Global Assets (as defined therein).

3. On January 18, 2019, the Debtors filed the Assumption Notice, which lists a number of purported executory contracts and leases that the Debtors claim are subject to possible assumption and assignment to the Purchaser in connection with the sale.

4. Core is party to that certain Master Print Agreement dated August 1, 2013 with Sears Holdings Publishing Company, LLC as amended on August 1, 2016 (the "Master Print Agreement"), copy attached as Exhibit A.

5. Core is also a party to that Home Services Print Program agreement dated September 1, 2016 (the "Home Services Agreement."), copy attached as Exhibit B. Core asserts and believes that the services previously provided under the Master

Print Agreement are now provided under the Home Services Agreement and that the Home Services Agreement is the only operative executory contract between Core and Sears Holdings Publishing Company, LLC.¹

6. The Assumption Notice purports to identify an agreement under contract number CW2291743 as THE CORE ORGANIZATION MPA (line numbers 595 & 596 of Dkt. 1774) and another agreement under contract number CW2321178 as the HOME SERVICES PRINT PROGRAM STATEMENT OF WORK. (line number 597 of Dkt. 1774). Line numbers 595 & 596 appear to reference the Master Print Agreement and line number 597 appears to reference the Home Services Agreement. Lines 595, 596 and 597 show no "Cure Amount".

7. Core believes that the proper cure amount for the Home Services Agreement is \$1,019,607.08 as set forth in the statement of account attached as Exhibit C. Copies of the underlying invoices are voluminous and have not been attached. Core reserves the right to supplement this objection with copies of the underlying invoices and other documentation if appropriate.

8. The foregoing amount may be subject to further adjustment and reconciliation. Moreover, other non-monetary defaults may exist under the

¹ Docket number 1731 also lists Contract number CW2321178 with Sears Holdings Management Corporation. Core does not believe that Sears Holdings Management Corporation is a counterparty to contract number CW2321178. However, to the extent that Sears Holdings Management Corporation is a counterparty to contract number CW2321178 then this objection applies equally Sears Holdings Management Corporation assumption of contract number CW2321178.

agreements and all rights are reserved in this regard. Core therefore reserves the right to amend this Objection.

WHEREFORE, Core objects to any attempt by the Debtors to assume and assign the agreements without paying the amount of \$1,019,607.08, together with such other and further relief as the Court deems just and proper.

Dated: New York, New York
January 28, 2019

/s/John S. Delnero
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